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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (JMP)
Debtors.	: (Jointly Administered)
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**CERTIFICATE OF NO OBJECTION UNDER 28 U.S.C. § 1746
REGARDING DEBTORS' MOTION, PURSUANT TO FRBP 9019,
FOR APPROVAL OF (I) A COMPROMISE AND SETTLEMENT
AMONG LEHMAN BROTHERS HOLDINGS INC., LEHMAN BROTHERS
SPECIAL FINANCING, INC., THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS AND BANK OF AMERICA, N.A., AND (II) CERTAIN RELATED RELIEF**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the Amended Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures [Docket No. 9635] (the "Second Amended Case Management Order"), the undersigned hereby certifies as follows:

1. On April 1, 2011, Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), filed with this Court a motion (the "Motion") pursuant to Rule

9019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) requesting approval of (i) a compromise and settlement among the Debtors, the Official Committee of Unsecured Creditors appointed in these cases, and Bank of America, N.A., and (ii) certain related relief, all as more fully described in the Motion.

2. In accordance with the Second Amended Case Management Order, April 15, 2011 at 4:00 p.m. (Prevailing Eastern Time) was established as the deadline for parties to object or file responses to the Motion (the “Objection Deadline”). The Second Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections have been filed prior to the Objection Deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Objection Deadline has now passed and, to the best of my knowledge, no objection or other responsive pleading to the Motion has been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Second Amended Case Management Order, nor has any objection or other responsive pleading with respect to the Motion been served on Debtors’ counsel.

4. Accordingly, for the reasons set forth in the Motion, the Debtors respectfully request that the proposed Order annexed hereto as Exhibit A, and unmodified since the filing of the Motion, be entered in accordance with the procedures described in the Second Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: May 18, 2011
New York, New York

/s/ Harvey R. Miller
Harvey R. Miller

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EXHIBIT A

(Proposed Order – Docket No. 15570)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**ORDER, PURSUANT TO FRBP 9019, FOR APPROVAL
OF (I) A COMPROMISE AND SETTLEMENT AMONG LEHMAN
BROTHERS HOLDINGS INC. , LEHMAN BROTHERS SPECIAL
FINANCING, INC., THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
AND BANK OF AMERICA, N.A., AND (II) CERTAIN RELATED RELIEF**

Upon the motion, dated April 1, 2011 (the “Motion”)¹, of Lehman Brothers Holdings Inc. (“LBHI”) and Lehman Brother Special Financing, Inc. (each as a debtor in possession and collectively, the “Debtors”), pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) for approval of a compromise and settlement with Bank of America, N.A. (“BOA”) and authorization to execute a settlement agreement (the “Settlement Agreement”), a copy of which is annexed as Exhibit A to the Motion, among the Debtors, the Creditors’ Committee and BOA, as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been

¹ Capitalized terms that are used but not defined in this Order have the meanings ascribed to them in the Motion.

provided in accordance with the procedures set forth in the amended order entered February 13, 2009 governing case management and administrative procedures [Docket No. 2837]; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors and their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to Bankruptcy Rule 9019, the compromise and settlement incorporated into the Settlement Agreement is approved; and it is further

ORDERED that the Debtors are authorized to enter into and perform the terms of the Settlement Agreement; and it is further

ORDERED that no further sanctions, penalty or costs shall be imposed upon BOA in respect of the Settled Claims; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order.

Dated: May __, 2011
New York, New York

HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE